

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

DOUGLAS DIXON, derivatively on behalf of  
INTRALINKS HOLDINGS, INC.,

Plaintiff,

vs.

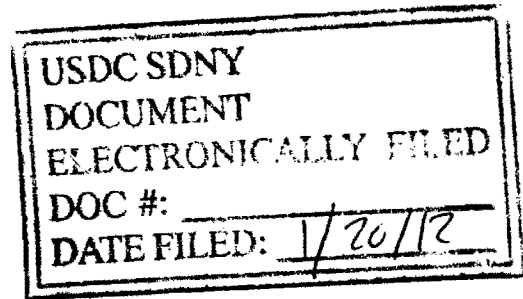
PATRICK J. WACK, JR., BRIAN J. CONWAY,  
PETER GYENES, THOMAS HALE, HABIB  
KAIROUZ, ROBERT C. MCBRIDE, J. CHRIS  
SCALET, J. ANDREW DAMICO and HARRY D.  
TAYLOR,

Defendants,

and

INTRALINKS HOLDINGS, INC.,

Nominal Defendant.



Civil Action No. 11-cv-9636 (TPG)

**STIPULATION AND ~~PROPOSED~~ ORDER REGARDING TIME TO RESPOND TO  
COMPLAINT AND LEADERSHIP STRUCTURE**

WHEREAS, Plaintiff Douglas Dixon ("Plaintiff" or "Mr. Dixon") filed, on December 28, 2011, his Verified Shareholder Derivative Complaint (the "Complaint") in the above-captioned action (the "Action");

WHEREAS, Plaintiff served Nominal Defendant IntraLinks Holdings, Inc. ("IntraLinks") with the Complaint on December 29, 2011;

WHEREAS, no previous requests have been made for an extension of time to move, answer or otherwise respond to the Complaint;

WHEREAS, no scheduling order has been entered in the Action, and thus the extension of time stipulated to herein will not affect any other scheduled dates; and

WHEREAS, the parties agree that the interests of judicial economy and the efficient management of this litigation are best served by appointing Mr. Dixon as Derivative Lead Plaintiff and his counsel, Levi & Korsinsky LLP, as Derivative Lead Counsel, for purposes of coordinating and directing the litigation of this matter and any related derivative cases as may be filed in, or transferred or remanded to, this jurisdiction;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between undersigned counsel for Plaintiff and undersigned counsel for Defendants Patrick J. Wack, Jr., Brian J. Conway, Peter Gyenes, Thomas Hale, Habib Kairouz, Robert C. McBride, J. Chris Scalet, J. Andrew Damico and Harry D. Taylor and Nominal Defendant IntraLinks Holdings, Inc. (collectively, "Defendants"), and by and between Plaintiff and Defendants through their undersigned counsel, as follows:

1. Counsel for Defendants acknowledges and accepts service of the Complaint on behalf of all Defendants.
2. Defendants' time to move, answer or otherwise respond to the Complaint shall be tolled pending appointment of lead plaintiff and lead counsel pursuant to the Private Securities Litigation Reform Act, 15 U.S.C. § 78, in the related action *Wallace v. IntraLinks Holdings, Inc., et al.*, No. 11-cv-08861-TPG (S.D.N.Y.) ("*Wallace*"), after which time counsel for Plaintiff and counsel for Defendants in this Action will work with lead counsel in *Wallace* to coordinate a schedule for further proceedings in this Action. This is the first request for an extension of time to move, answer or otherwise respond in this Action. Because no scheduling order has been entered in this Action, the extension of time stipulated to herein will not affect any other scheduled dates.
3. Every pleading in the Action, or in any separate derivative action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE INTRALINKS HOLDINGS, INC.  
DERIVATIVE LITIGATION

)  
) Lead Case No. 11-CIV-9636

4. The files of the Action will be maintained in one file under Lead Case No. 11-CIV-9636.
5. Derivative Lead Plaintiff for the conduct of the Action is Douglas Dixon.
6. Derivative Lead Counsel for Plaintiff for the conduct of the Action is:

LEVI & KORSINSKY LLP  
Eduard Korsinsky  
Michael H. Rosner  
30 Broad Street, 15th Floor  
New York, NY 10004  
Telephone: (212) 363-7500  
Facsimile: (212) 363-7171

7. Derivative Lead Counsel shall have sole authority to speak for Plaintiff (and any other plaintiffs in *In re Intralinks Holdings, Inc. Derivative Litigation*, Lead Case No. 11-CIV-9636) in matters regarding pre-trial procedure, trial, and settlement negotiations so as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort or unnecessary expense.

8. Derivative Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiff (and any other plaintiffs in *In re Intralinks Holdings, Inc. Derivative Litigation*, Lead Case No. 11-CIV-9636) and for the dissemination of notices and orders of this Court, as well as for communications to and from this Court. No motion, request

for discovery, or other pre-trial or trial proceedings will be initiated or filed by any derivative plaintiff except through or at the direction of Derivative Lead Counsel.

9. Defendants' counsel may rely upon all agreements made with Derivative Lead Counsel, or other duly authorized representative of Derivative Lead Counsel, and such agreements will be binding on Plaintiff (and any other plaintiffs in *In re Intralinks Holdings, Inc. Derivative Litigation*, Lead Case No. 11-CIV-9636).

10. This Order shall apply to each derivative case, arising out of the same or substantially the same transactions or events as the Action, which is subsequently filed in, remanded to, or transferred to this Court. Such derivative cases shall be consolidated with the Action.

11. When a derivative case that properly belongs as part of *In re Intralinks Holdings, Inc. Derivative Litigation*, Lead Case No. 11-CIV-9636, is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of Derivative Lead Counsel and Defendants' counsel in calling to the attention of the Clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *In re Intralinks Holdings, Inc. Derivative Litigation*, Lead Case No. 11-CIV-9636, and Derivative Lead Counsel and Defendants' counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

Dated: January 17, 2012

LEVI & KORSINSKY, LLP

By: Michael Rosner / by permission  
Eduard Korsinsky  
(ek@zlk.com)  
Michael H. Rosner  
(mrosner@zlk.com)  
30 Broad Street, 15<sup>th</sup> Floor  
New York, NY 10004  
Tel. (212) 363-7500  
Fax: (212) 363-7171

*Attorneys for Plaintiff Douglas Dixon*

GOODWIN PROCTER LLP

By: Mary K. Dulka  
Mark Holland  
(mholland@goodwinprocter.com)  
Mary K. Dulka  
(mdulka@goodwinprocter.com)  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018-1405  
Tel.: (212) 813-8800  
Fax: (212) 355-3333

*Attorneys for Defendants Patrick J. Wack, Jr.,  
Brian J. Conway, Peter Gyenes, Thomas Hale,  
Habib Kairouz, Robert C. McBride, J. Chris  
Scalet, J. Andrew Damico and Harry D. Taylor  
and Nominal Defendant IntraLinks Holdings,  
Inc.*

IT IS SO ORDERED:

Thomas P. Griesa 1/17/12  
Thomas P. Griesa  
United States District Judge